

B1 (Official Form 1) (04/13)

UNITED STATES BANKRUPTCY COURT Western District of Wisconsin				VOLUNTARY PETITION	
Name of Debtor (if individual, enter Last, First, Middle): <b>Anchor Bancorp Wisconsin Inc.</b>			Name of Joint Debtor (Spouse) (Last, First, Middle):		
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):		
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): <b>6871</b>			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):		
Street Address of Debtor (No. and Street, City, and State): <b>25 West Main Street Madison, Wisconsin</b> <div style="text-align: right;">ZIP CODE <b>57303</b></div>			Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>		
County of Residence or of the Principal Place of Business: <b>Dane County, WI</b>			County of Residence or of the Principal Place of Business:		
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>			Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>		
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right;">ZIP CODE</div>					
<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other		<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding	
<b>Chapter 15 Debtors</b> Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:		<b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).		<b>Nature of Debts</b> (Check one box.)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
<b>Filing Fee</b> (Check one box.)  <input checked="" type="checkbox"/> Full Filing Fee attached.  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.			<b>Chapter 11 Debtors</b>  <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). <hr/> <b>Check all applicable boxes:</b> <input checked="" type="checkbox"/> A plan is being filed with this petition. <input checked="" type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).		
<b>Statistical/Administrative Information</b>  <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY
<b>Estimated Number of Creditors</b> <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000					
<b>Estimated Assets</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					
<b>Estimated Liabilities</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					


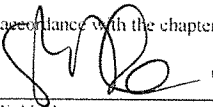
B1 (Official Form 1) (04/13)

Page 2

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): Anchor BanCorp Wisconsin Inc.	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)</b>			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)</b>			
Name of Debtor:	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<b>Exhibit A</b> (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.)  I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).  X _____ Signature of Attorney for Debtor(s) (Date)	
<b>Exhibit C</b> Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?  <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
<b>Exhibit D</b> (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)  <input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.  If this is a joint petition:  <input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)  <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.  <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.  <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)  <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following )  <div style="text-align: right; margin-right: 100px;">                     _____                      (Name of landlord that obtained judgment)                 </div> <div style="text-align: right; margin-right: 100px;">                     _____                      (Address of landlord)                 </div> <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and  <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.  <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(i)).			

B1 (Official Form 1) (04/13)

Page 3

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): Anchor BanCorp Wisconsin Inc.	
<b>Signatures</b>			
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.                  [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.                  [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____                  Signature of Debtor</p> <p>X _____                  Signature of Joint Debtor</p> <p>_____                  Telephone Number (if not represented by attorney)</p> <p>_____                  Date</p>		<p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only <b>one</b> box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____                  (Signature of Foreign Representative)</p> <p>_____                  (Printed Name of Foreign Representative)</p> <p>_____                  Date</p>	
<p style="text-align: center;"><b>Signature of Attorney*</b></p> <p>X                   Signature of Attorney for Debtor(s)                  Rebecca R. DeMarb</p> <p>_____                  Printed Name of Attorney for Debtor(s)                  Kerkman Dunn Sweet DeMarb</p> <p>_____                  Firm Name</p> <p>_____                  121 South Pinckney Street, Suite 525                  Madison, WI 53703</p> <p>_____                  Address                  608-310-5502</p> <p>_____                  Telephone Number                  08/12/13</p> <p>_____                  Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>		<p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____                  Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____                  Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____                  Address</p> <p>X _____                  Signature</p> <p>_____                  Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</small></p>	
<p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X                   Signature of Authorized Individual                  Mark D. Timmerman</p> <p>_____                  Printed Name of Authorized Individual                  Executive Vice President, Secretary and General Counsel</p> <p>_____                  Title of Authorized Individual                  08/12/13</p> <p>_____                  Date</p>			

UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF WISCONSIN

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In Re:

ANCHOR BANCORP WISCONSIN INC., Case No. \_-13-\_\_\_\_-rdm

Debtor.

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EXHIBIT A TO VOLUNTARY PETITION

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As set forth in the Debtor's petition, the Debtor is required to file periodic reports with the Securities and Exchange Commission pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11. Accordingly, the Debtor submits the following information:

Certain of the Debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, and the Debtor's SEC file number is: 001-34955.

The following financial data is the latest available information and refers to the debtor's condition as of March 31, 2013<sup>1</sup>:

- a. Total assets: approximately \$2,367,583,000.00
- b. Total liabilities: approximately \$2,427,447,000.00
- c. Debt securities held by more than 500 holders: none
- d. Preferred stock:
  - i. Issued and outstanding: 110,000 shares
  - ii. Approximate number of holders: 1
- e. Common stock:
  - i. Issued and outstanding: 25,363,339 shares
  - ii. Approximate number of holders: 2,600

Persons who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of the Debtor: none.

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<sup>1</sup> The financial data presented herein, consistent with the Debtor's books and records, is presented on a consolidated book value basis. Accordingly, the financial data presented herein is not necessarily reflective of the fair market value of the Debtor's assets or liabilities.

**ANCHOR BANCORP WISCONSIN INC.**

Secretary's Certificate

The undersigned, being the Secretary of Anchor Bancorp Wisconsin Inc., a Wisconsin corporation (the "Company"), does hereby certify as follows:

Attached hereto as Annex A is a true, correct and complete copy of certain resolutions duly adopted by the board of directors of the Company on August 12, 2013, and such Resolutions have not been modified or rescinded and are in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed and caused this certificate to be delivered as of August 12, 2013.

ANCHOR BANCORP WISCONSIN INC.

By:



\_\_\_\_\_  
Mark D. Timmerman  
Executive Vice President, Secretary and  
General Counsel

**RESOLUTIONS  
OF THE  
BOARD OF DIRECTORS  
OF  
ANCHOR BANCORP WISCONSIN INC.**

The board of directors (the "Board") of Anchor BanCorp Wisconsin Inc., a Wisconsin corporation (the "Company"), adopted the following resolutions by vote at a duly noticed meeting as of the 12th day of August, 2013, pursuant to the By-Laws of the Company.

**WHEREAS**, the Board, in connection with the Company's continued efforts to address its capital needs, has been presented with a voluntary petition to be filed by the Company in the United States Bankruptcy Court for the Western District of Wisconsin (the "Bankruptcy Court") seeking relief under the provisions of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101, et seq. (the "Bankruptcy Code") in order to facilitate the restructuring of the Company and the recapitalization of AnchorBank, fsb (the "Bank");

**WHEREAS**, the Board has reviewed the materials presented by the management and the advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to it and the impact of the foregoing on the Company's businesses;

**WHEREAS**, the Board has had the opportunity to consult with management and the advisors of the Company and has fully considered each of the strategic alternatives available to the Company;

**WHEREAS**, the Board received affirmative advice from the Company's restructuring advisors that the filing is consistent with the fiduciary duties of the Board, is in the best interest of the Company and consistent with the duty to maximize value of the Company;

**WHEREAS**, the Board has determined the filing to be advisable and in the best interests of the Company and the Bank, its creditors, stockholders and other interested parties that the Company file the voluntary petition to commence a voluntary case (the "Chapter 11 Case") seeking relief under the provisions of chapter 11 of the Bankruptcy Code in order to implement the pre-packaged plan of reorganization (the "Plan of Reorganization"), the disclosure statement in connection with the Plan of Reorganization (the "Disclosure Statement"), the agreements related thereto, and the transactions contemplated thereby;

**WHEREAS**, the Company has received from U.S. Bank National Association and Bank of America, N.A., prior to the date of filing of the voluntary petition with the Bankruptcy Court, written ballots to vote for the Plan of Reorganization which are sufficient in amount and number to cause the Lenders (as defined below) to accept the Plan of Reorganization;

**WHEREAS**, the Company has received from Associated Bank, N.A., prior to the date of filing of the voluntary petition with the Bankruptcy Court, a written ballot to vote against the Plan of Reorganization;

**WHEREAS**, the Company has received from United States Department of the Treasury (the "Treasury"), as holder of the TARP Preferred Stock (as defined below), prior to the date of filing of the voluntary petition with the Bankruptcy Court, a written ballot to vote for the Plan of Reorganization;

**WHEREAS**, the Board has determined it to be advisable and in the best interests of the Company and the Bank that the following restructuring transactions, among others, be effected through or in connection with the Plan of Reorganization;

.....

**NOW THEREFORE, BE IT RESOLVED**, that in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, stockholders and other interested parties, that the Company file a petition for relief under the Bankruptcy Code, and such filing is hereby authorized and approved;

**FURTHER RESOLVED**, that the Plan of Reorganization, substantially in the form presented to the Board, the agreements related thereto, and the Transactions, Secondary Treasury Sales, and other transactions contemplated thereby, be, and each hereby is, authorized, approved and adopted in all respects, and each officer of the Company, including, without limitation, the Chairman, the President & Chief Executive Officer or any Vice President of the Company, together with any other person or persons hereafter designated by the Board, or any one of such persons (each an "Authorized Officer," and, collectively, the "Authorized Officers"), be, and hereby is, authorized and directed, in the name and on behalf of the Company to execute and deliver such Plan of Reorganization and all such agreements, documents, instruments and arrangements in connection with the Transactions and the Secondary Treasury Sales, in such form, and with such changes therein or additions thereto as such Authorized Officers executing the same shall approve, the signature of such Authorized Officers of the Company thereon to be conclusive evidence of the approval of such changes;

**FURTHER RESOLVED**, that the Disclosure Statement, substantially in the form presented to the Board, be, and it hereby is, authorized, approved and adopted in all respects, in such form and with such changes therein or additions thereto as the Authorized Officers of the Company shall approve;

**FURTHER RESOLVED**, that each of the Authorized Officers be, and each hereby is, authorized and directed, in the name and on behalf of the Company to execute, verify and/or file (or direct others to do so on their behalf as provided herein) all necessary documents, including, without limitation, any and all petitions, schedules, motions, lists, applications, pleadings, reports and other papers, and to take any and all such other and further actions which the

Authorized Officer or the Company's legal counsel may deem necessary, proper, and desirable in connection with the Chapter 11 Case, with a view to the successful prosecution of such case;

**FURTHER RESOLVED**, that any Authorized Officer is hereby authorized and empowered to employ and retain any other professionals or advisors necessary or desirable to advise, assist or represent the Company in connection with the Chapter 11 Case, on such terms as any Authorized Officer shall approve;

**FURTHER RESOLVED**, that the Company be, and hereby is, authorized and directed to retain Kerkman Dunn Sweet DeMarb (a/k/a Kerkman & Dunn), as general bankruptcy counsel for the Company, and each of the Authorized Officers be, and hereby is, authorized to give direction to the attorneys of Kerkman Dunn Sweet DeMarb;

**FURTHER RESOLVED**, that any Authorized Officer is authorized and directed on behalf of the Company to take such actions and to make, sign, execute, acknowledge and deliver (and record in a relevant office of the county clerk, if necessary) any and all agreements (including exhibits thereto), including any and all affidavits, orders, directions, certificates, requests, receipts, financing statements or other instruments as may reasonably be required to give effect to the foregoing resolutions, and to fully perform the terms and provisions thereof;

**FURTHER RESOLVED**, that any Authorized Officer is hereby authorized and empowered on behalf of the Company to amend, supplement, or otherwise modify from time to time the terms of any agreements (including exhibits thereto), including any and all affidavits, orders, directions, certificates, requests, receipts, financing statements or other instruments referred to in the foregoing resolutions or as may reasonably be required to give effect to the foregoing resolutions;

**FURTHER RESOLVED**, that each Authorized Officer is hereby authorized and empowered on behalf of the Company to pay and direct the payment of all fees and expenses as in their judgment shall be necessary, appropriate, or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions; and

**FURTHER RESOLVED**, that all acts lawfully done or actions lawfully taken by any Authorized Officer on behalf of the Company to seek relief under chapter 11 of the Bankruptcy Code, or in connection with the Chapter 11 Case, or any other matter related thereto, be, and hereby are, ratified and confirmed in all respects.